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Grand Trunk Western Railroad Co.

Law Department

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Detroit, MI 48207-2699

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RECORDATION NO. 15267C Filed 14th

SEP 15 1988 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

September 14, 1988  
File: 352-P

No. 8-259A044  
Date SEP 15 1988  
Fee \$ 13.00  
ICC Washington, D. C.

Secretary  
Interstate Commerce Commission  
Room 2215  
12th & Constitution Ave., N.W.  
Washington, D.C. 20423

Dear Secretary:

\$13.00 filing fee

Enclosed for recordation with the Interstate Commerce Commission pursuant to 49 USC §11303 are counterparts of an agreement releasing security in certain locomotives, dated as of September 1, 1988 between Helm Locomotive Leasing and National Bank of Detroit. The Security Agreement from which this locomotive is being released is a Security Agreement dated as of July 14, 1987, given by Helm Locomotive Leasing in favor of NBD. That document was filed with the Commission on July 20, 1987, and assigned Recordation No. 15267. The latest filing in this series was made July 1, 1988, as No. 15267-B.

The parties to this present agreement releasing security are:

Secured Party: National Bank of Detroit  
611 Woodward Avenue  
Detroit, MI 48226

Debtor: Helm Locomotive Leasing  
1333 Brewery Park Blvd.  
Detroit, MI 48207-2699

A Joint Venture of Helm  
Equipment Leasing Corp.  
One Embarcadero Center  
San Francisco, CA 94111 and

Domestic Three Leasing Corp.  
1333 Brewery Park Boulevard  
Detroit, MI 48207-2699

100 OFFICE OF  
THE SECRETARY  
SEP 15 1 06 PM '88  
MOTOR OPERATING UNIT

This one is  
15267-C

Countersigned  
Darrell Wilson

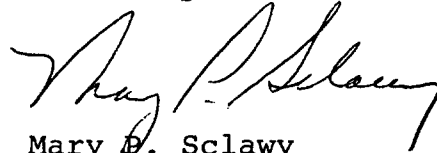
Interstate Commerce Commission  
September 14, 1988  
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The locomotive in which security is being released  
is one GP 38-2 locomotive bearing the reporting mark MP  
2061.

Enclosed is our check No. 1204 in the amount of  
\$13.00.

Please accept one counterpart of this document for  
filing, stamp the remaining with your recordation number and  
return them and your fee receipt to the person presenting  
this matter for filing.

Sincerely,

A handwritten signature in cursive script, appearing to read "Mary P. Sclawy".

Mary P. Sclawy  
Senior Attorney

MPS:val - MPS8

REGISTRATION NO. 15262C

SEP 15 1988 1 15 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT RELEASING SECURITY  
IN CERTAIN LOCOMOTIVES

This agreement releasing security (Agreement), dated as of September 1, 1988, between HELM LOCOMOTIVE LEASING, a joint venture (the Company) of Helm Equipment Leasing, Corporation and Domestic Three Leasing Corp., and NATIONAL BANK OF DETROIT (the Bank).

The Company and the Bank wish to release certain locomotive units as Collateral from a security agreement (Security Agreement), dated as of July 14, 1987, given by the Company in favor of the Bank.

Now therefore, pursuant to the terms of the Security Agreement and the Credit Agreement (as defined in the Security Agreement) and for good and valuable consideration granted by each party to the other, the parties agree as follows:

Delete from the Collateral (as defined in the security granting clause of the Security Agreement) one (1) GP 38-2 locomotive bearing the reporting mark MP 2061.

Executed on SEPTEMBER 8, 1988.

For HELM LOCOMOTIVE LEASING

NATIONAL BANK OF DETROIT

DOMESTIC THREE LEASING CORP.

One of its joint venturers

By P. S. Helms

By George A. Helms

Its PRESIDENT

Its VICE PRESIDENT

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF WAYNE )

On this 6th day of September, 1988, before me personally appeared P. E. Tatro, to me personally known, who being by me duly sworn, says that (s)he is the President of Domestic Three Leasing Corporation, a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

J. A. Brewer  
Notary Public  
Wayne County, Michigan  
My commission expires: \_\_\_\_\_

J. A. BREWER  
Notary Public, Wayne County, Mich.  
My Commission Expires Oct. 15, 1989

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF WAYNE )

On this 8th day of September, 1988, before me personally appeared JORGE A. SOLIS, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of National Bank of Detroit, a national banking association, that said instrument was signed on behalf of said association with all due authority and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

(NOTARIAL SEAL)

Wendy L. Bought  
Notary Public  
Wayne County, Michigan  
My commission expires: \_\_\_\_\_

WENDY L. BOUGHT  
Notary Public, Wayne County, MI  
My Commission Expires July 22, 1990

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